

6645-B
6646-B

LAW OFFICES

ALVORD AND ALVORD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD
ALBERT H. GREENE
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE
MILTON C. GRACE*
GEORGE JOHN KETO**
RICHARD N. BAGENSTOS

* NOT A MEMBER OF D.C. BAR
** ALSO A MEMBER OF OHIO BAR

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006

OF COUNSEL
JESS LARSON
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

TELEX
440348 CDAA UI

6645-B
MAY 1 1980
FEE OPERATION BR.
MAY 1 1980
INTERSTATE COMMERCE COMMISSION

6646-B
REGISTRATION NO. 1425
MAY 1 1980 1 50 PM

Agatha L. Mergenovich, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. 12221-003
Date MAY 1 1980
Fee \$ 20.00
ICC Washington, D.C.

Dear Madam:

Enclosed for recordation under the provisions of 49 U.S.C. §11303(a) are original and four counterparts of a Statement of New Road Marks dated as of April 29, 1980 ("Document").

The Document relates to 1) a Conditional Sale Agreement and Agreement and Assignment, both dated as of May 1, 1972 which were duly filed and recorded at 3:05 p.m. on June 26, 1972 and assigned Recordation Numbers 6645 and 6645-A, respectively, and 2) Equipment Lease dated as of May 1, 1972 which was duly filed and recorded at 3:05 p.m. on June 26, 1972 and assigned Recordation Number 6646.

The names and addresses of the parties in the original recordations are:

Conditional Sale Agreement and Agreement and Assignment

Vendors and Assignors: ACF Industries, Incorporated
750 Third Avenue
New York, New York 10017

Ortner Freight Car Co.
2652 Erie Avenue
Cincinnati, Ohio 45208

Vendee: Trust Company for USL, Inc.
Trustee under R. I. Trust No. 4
1211 West 22nd Street
Oak Brook, Illinois 60521

FEE OPERATION BR.
MAY 1 1980

MAY 1 1980

6645-B
6646-B
MAY 1 1980
FEE OPERATION BR.
MAY 1 1980

Agatha L. Mergenovich, Secretary
May 1, 1980
Page Two

Agent for Vendee: United States Leasing International, Inc.
P.O. Box 3985
San Francisco, California 94119

Assignee of Vendors' Wells Fargo Bank, N.A.
Interests 475 Sansome Street
San Francisco, California 94120

Equipment Lease

Lessor: Trust Company for USL, Inc.
Trustee under R. I. Trust No. 4
1211 West 22nd Street
Oak Brook, Illinois 60521

Agent for Lessor: United States Leasing International, Inc.
P.O. Box 3985
San Francisco, California 94119

Lessee: Chicago, Rock Island and Pacific
Railroad Company
139 West Van Buren Street
Chicago, Illinois 60605

A general description of the railroad equipment covered by the Document is set forth in the attached Exhibit A.

The undersigned is agent for United States Leasing International, Inc. named above for the purpose of recording the Document and has knowledge of the matters set forth therein.

Please return the counterparts of the Document not needed for recordation purposes to the bearer hereof.

Also enclosed is a check in the amount of \$20.00 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Very truly yours,

ALVORD AND ALVORD

By Charles T. Kappler
Charles T. Kappler

EXHIBIT A
TO THE STATEMENT OF NEW ROAD MARKS
DATED AS OF APRIL 29, 1980

Original Identifying
Mark and Number

New Identifying
Mark and Number

R.I. 131807
" 131882
" 132054
" 132069
" 132204
" 131852
" 132058
" 132195
" 132223
" 131969
" 131976
" 132108
" 132248
" 132066
" 132232
" 131779
" 132208
" 132202
" 131838
" 131897
" 132046
" 132157
" 131833
" 132152
" 131834
" 132219
" 132109
" 132221
" 131903
" 132078
" 132130
" 131776
" 131920
" 131764
" 131927
" 132010
" 132150
" 132177
" 132079
" 131923
" 131979

R.I. 631750
" 631751
" 631752
" 631753
" 631754
" 631755
" 631756
" 631757
" 631758
" 631759
" 631760
" 631761
" 631762
" 631763
" 631764
" 631765
" 631766
" 631767
" 631768
" 631769
" 631770
" 631771
" 631772
" 631773
" 631774
" 631775
" 631776
" 631777
" 631778
" 631779
" 631780
" 631781
" 631782
" 631783
" 631784
" 631785
" 631786
" 631787
" 631788
" 631789
" 631790

Original Identifying
Mark and Number

R.I. 131855
 " 131788
 " 132096
 " 132088
 " 131884
 " 131809
 " 131925
 " 132094
 " 132243
 " 132230
 " 131870
 " 132173
 " 132074
 " 131939
 " 131948
 " 131826
 " 132193
 " 131815
 " 132158
 " 131849
 " 131878
 " 132100
 " 131787
 " 131854
 " 132222
 " 131828
 " 131932
 " 131781
 " 131780
 " 131877
 " 131961
 " 132196
 " 131929
 " 131805
 " 131950
 " 132114
 " 131837
 " 132215
 " 132090
 " 131901

New Identifying
Mark and Number

R.I. 631791
 " 631792
 " 631793
 " 631794
 " 631795
 " 631796
 " 631797
 " 631798
 " 631799
 " 631800
 " 631801
 " 631802
 " 631803
 " 631804
 " 631805
 " 631806
 " 631807
 " 631808
 " 631809
 " 631810
 " 631811
 " 631812
 " 631813
 " 631814
 " 631815
 " 631816
 " 631817
 " 631818
 " 631819
 " 631820
 " 631821
 " 631822
 " 631823
 " 631824
 " 631825
 " 631826
 " 631827
 " 631828
 " 631829
 " 631830
 " 631831
 " 631832
 " 631833
 " 631834

Original Identifying
Mark and Number

R.I.
 " 131909
 " 132240
 " 132168
 " 132050
 " 131876
 " 132102
 " 131899
 " 131806
 " 132216
 " 132080
 " 132181
 " 131894
 " 131802
 " 131832
 " 131933
 " 132161
 " 132231
 " 131772
 " 132017
 " 131970
 " 132191
 " 132165
 " 132185
 " 131816
 " 131812
 " 131978
 " 131822
 " 131947
 " 132245
 " 131880
 " 132159
 " 131808
 " 132003
 " 132218
 " 132117
 " 132183
 " 131792
 " 131844
 " 131945
 " 131794
 " 132033

New Identifying
Mark and Number

R.I. 631835
 " 631836
 " 631837
 " 631838
 " 631839
 " 631840
 " 631841
 " 631842
 " 631843
 " 631844
 " 631845
 " 631846
 " 631847
 " 631848
 " 631849
 " 631850
 " 631851
 " 631852
 " 631853
 " 631854
 " 631855
 " 631856
 " 631857
 " 631858
 " 631859
 " 631860
 " 631861
 " 631862
 " 631863
 " 631864
 " 631865
 " 631866
 " 631867
 " 631868
 " 631869
 " 631870
 " 631871
 " 631872
 " 631873
 " 631874
 " 631875
 " 631876
 " 631877

Original Identifying
Mark and Number

R.I. 132132
 " 132144
 " 132042
 " 131881
 " 132190
 " 132036
 " 132198
 " 132008
 " 132247
 " 131915
 " 132131
 " 131956
 " 36117
 " 36082
 " 36048
 " 36236
 " 36230
 " 36286
 " 36242
 " 36007
 " 36287
 " 36288
 " 36083
 " 36160
 " 36168
 " 36184
 " 36282
 " 36280
 " 36191
 " 36239
 " 36174
 " 36125
 " 36093
 " 36266
 " 36244
 " 36247
 " 36198
 " 36063
 " 36260
 " 36263
 " 36265
 " 36178
 " 36279
 " 36025

New Identifying
Mark and Number

R.I. 631878
 " 631879
 " 631880
 " 631881
 " 631882
 " 631883
 " 631884
 " 631885
 " 631886
 " 631887
 " 631888
 " 631889
 " 536000
 " 536001
 " 536002
 " 536003
 " 536004
 " 536005
 " 536006
 " 536007
 " 536008
 " 536009
 " 536010
 " 536011
 " 536012
 " 536013
 " 536014
 " 536015
 " 536016
 " 536017
 " 536018
 " 536019
 " 536020
 " 536021
 " 536022
 " 536023
 " 536024
 " 536025
 " 536026
 " 536027
 " 536028
 " 536029
 " 536030
 " 536031

Original Identifying
Mark and Number

R.I. 36176
" 36059
" 36095
" 36147
" 36290
" 36221
" 36271
" 36240
" 36043
" 36255
" 36092
" 36248
" 36148
" 36202
" 102144
" 102106

New Identifying
Mark and Number

R.I. 536032
" 536033
" 536034
" 536035
" 536036
" 536037
" 536038
" 536039
" 536040
" 536041
" 536042
" 536043
" 536044
" 536045
" 602100
" 602101

Interstate Commerce Commission
Washington, D.C. 20423

5/1/80

OFFICE OF THE SECRETARY

Charles T. Kappler, Esq.
Alvord & Alvord
200 World Center Building
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **5/1/80** at **1:20pm**, and assigned re-recording number(s). **6645-B, 6646-B**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 6645-B Filed 1425

MAY 1 1980 -1 22 PM

INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW ROAD MARKS

This Statement of New Road Marks dated as of April 29, 1980 is hereby submitted by United States Leasing International, Inc.

Recitals:

- A. ACF Industries, Incorporated and Ortner Freight Car Company, as Manufacturers; Trust Company for USL, Inc., as Trustee; and United States Leasing International, Inc., as Agent for the Trustee entered into a Conditional Sale Agreement dated as of May 1, 1972 covering 500 100-ton covered hopper cars with identifying marks and numbers RI 131750 to 132249, both inclusive; 300 70-ton 50 ft. all-steel sheath box cars with identifying marks and numbers RI 36000 to 36299, both inclusive; and 100 100-ton open hopper cars with identifying marks and numbers RI 102100 to 102199, both inclusive. Said Conditional Sale Agreement was filed and recorded with the Interstate Commerce Commission on June 26, 1972 under Recordation No. 6645.
- B. Trust Company for USL, Inc., as Lessor; United States Leasing International, Inc., as Agent for Lessor; and Chicago, Rock Island and Pacific Railroad Company, as Lessee entered into an Equipment Lease dated as of May 1, 1972 covering 500 100-ton covered hopper cars with identifying marks and numbers RI 131750 to 132249, both inclusive; 300 70-ton 50 ft. all-steel sheath box cars with identifying marks and numbers RI 36000 to 36299, both inclusive; and 100 100-ton open hopper cars with identifying marks and numbers RI 102100 to 102199, both inclusive. Said Equipment Lease was filed and recorded with the Interstate Commerce Commission on June 26, 1972 under Recordation No. 6646.

Now, Therefore:

United States Leasing International, Inc. hereby changes the identifying marks on the cars as follows:

See Exhibit A attached hereto.

Page Two

This Statement of New Road Marks becomes effective on the date of filing with Interstate Commerce Commission pursuant to the provisions of Section 20(c) of the Interstate Commerce Act.

UNITED STATES LEASING INTERNATIONAL, INC.

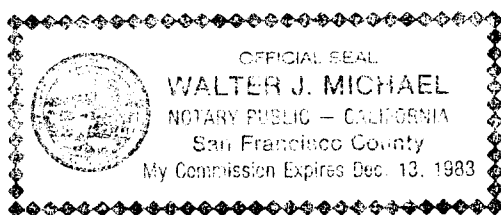
By Ken Wakeman
Assistant Vice President

Attest:

WJ
Assistant Secretary

State of California)
City and County of) SS:
San Francisco)

On this 29th day of April, 1980, before me, personally appeared Desa V. Wakeman, to me personally known, who being by me duly sworn, says that she is the Assistant Vice President of United States Leasing International, Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Walter J. Michael
Notary Public

(Notarial Seal)

My commission expires:

EXHIBIT A
TO THE STATEMENT OF NEW ROAD MARKS
DATED AS OF APRIL 29, 1980

Original Identifying
Mark and Number

New Identifying
Mark and Number

R.I. 131807
" 131882
" 132054
" 132069
" 132204
" 131852
" 132058
" 132195
" 132223
" 131969
" 131976
" 132108
" 132248
" 132066
" 132232
" 131779
" 132208
" 132202
" 131838
" 131897
" 132046
" 132157
" 131833
" 132152
" 131834
" 132219
" 132109
" 132221
" 131903
" 132078
" 132130
" 131776
" 131920
" 131764
" 131927
" 132010
" 132150
" 132177
" 132079
" 131923
" 131979

R.I. 631750
" 631751
" 631752
" 631753
" 631754
" 631755
" 631756
" 631757
" 631758
" 631759
" 631760
" 631761
" 631762
" 631763
" 631764
" 631765
" 631766
" 631767
" 631768
" 631769
" 631770
" 631771
" 631772
" 631773
" 631774
" 631775
" 631776
" 631777
" 631778
" 631779
" 631780
" 631781
" 631782
" 631783
" 631784
" 631785
" 631786
" 631787
" 631788
" 631789
" 631790

Original Identifying
Mark and Number

R.I. 131855
" 131788
" 132096
" 132088
" 131884
" 131809
" 131925
" 132094
" 132243
" 132230
" 131870
" 132173
" 132074
" 131939
" 131948
" 131826
" 132193
" 131815
" 132158
" 131849
" 131878
" 132100
" 131787
" 131854
" 132222
" 131828
" 131932
" 131781
" 131780
" 131877
" 131961
" 132196
" 131929
" 131805
" 131950
" 132114
" 131837
" 132215
" 132090
" 131901

New Identifying
Mark and Number

R.I. 631791
" 631792
" 631793
" 631794
" 631795
" 631796
" 631797
" 631798
" 631799
" 631800
" 631801
" 631802
" 631803
" 631804
" 631805
" 631806
" 631807
" 631808
" 631809
" 631810
" 631811
" 631812
" 631813
" 631814
" 631815
" 631816
" 631817
" 631818
" 631819
" 631820
" 631821
" 631822
" 631823
" 631824
" 631825
" 631826
" 631827
" 631828
" 631829
" 631830
" 631831
" 631832
" 631833
" 631834

Original Identifying
Mark and Number

R.I.

" 131909
" 132240
" 132168
" 132050
" 131876
" 132102
" 131899
" 131806
" 132216
" 132080
" 132181
" 131894
" 131802
" 131832
" 131933
" 132161
" 132231
" 131772
" 132017
" 131970
" 132191
" 132165
" 132185
" 131816
" 131812
" 131978
" 131822
" 131947
" 132245
" 131880
" 132159
"
" 131808
" 132003
" 132218
" 132117
" 132183
" 131792
" 131844
" 131945
" 131794
" 132033

New Identifying
Mark and Number

R.I. 631835

" 631836
" 631837
" 631838
" 631839
" 631840
" 631841
" 631842
" 631843
" 631844
" 631845
" 631846
" 631847
" 631848
" 631849
" 631850
" 631851
" 631852
" 631853
" 631854
" 631855
" 631856
" 631857
" 631858
" 631859
" 631860
" 631861
" 631862
" 631863
" 631864
" 631865
" 631866
" 631867
" 631868
" 631869
" 631870
" 631871
" 631872
" 631873
" 631874
" 631875
" 631876
" 631877

Original Identifying
Mark and Number

R.I. 132132
" 132144
" 132042
" 131881
" 132190
" 132036
" 132198
" 132008
" 132247
" 131915
" 132131
" 131956
" 36117
" 36082
" 36048
" 36236
" 36230
" 36286
" 36242
" 36007
" 36287
" 36288
" 36083
" 36160
" 36168
" 36184
" 36282
" 36280
" 36191
" 36239
" 36174
" 36125
" 36093
" 36266
" 36244
" 36247
" 36198
" 36063
" 36260
" 36263
" 36265
" 36178
" 36279
" 36025

New Identifying
Mark and Number

R.I. 631878
" 631879
" 631880
" 631881
" 631882
" 631883
" 631884
" 631885
" 631886
" 631887
" 631888
" 631889
" 536000
" 536001
" 536002
" 536003
" 536004
" 536005
" 536006
" 536007
" 536008
" 536009
" 536010
" 536011
" 536012
" 536013
" 536014
" 536015
" 536016
" 536017
" 536018
" 536019
" 536020
" 536021
" 536022
" 536023
" 536024
" 536025
" 536026
" 536027
" 536028
" 536029
" 536030
" 536031

Original Identifying
Mark and Number

R.I. 36176
 " 36059
 " 36095
 " 36147
 " 36290
 " 36221
 " 36271
 " 36240
 " 36043
 " 36255
 " 36092
 " 36248
 " 36148
 " 36202
 " 102144
 " 102106

New Identifying
Mark and Number

R.I. 536032
 " 536033
 " 536034
 " 536035
 " 536036
 " 536037
 " 536038
 " 536039
 " 536040
 " 536041
 " 536042
 " 536043
 " 536044
 " 536045
 " 602100
 " 602101